QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **RESPONSIVE INDUSTRIES LIMITED**Quarter Ended On : **31**st **December 2008**

Quarter Ended On : 31 st December 2008 Particulars Clause of Compliance Remarks			
Particulars	Listing	Compliance Status	Remarks
	Agreement	(Yes/No)	
1	Agreement 2	3	4
I Board of Directors	49 I	3	<u> </u>
(A) Composition of Board	49(IA)	Yes	-
(B) Non-Executive Director's	49(IA) 49(IB)	Yes	-
Compensation & Disclosures.	49(ID)	168	_
(C) Other Provisions as to	49 (IC)	Yes	
Board and Committees	49 (IC)	105	_
(D) Code of Conduct	49(ID)	Yes	-
II Audit Committee	49 (II)	168	
(A) Qualified & Independent	49 (IIA)	Yes	-
Audit Committee	49 (IIA)	168	_
	40 (IID)	Yes	
(B) Meeting Audit Committee (C) Power of Audit	49 (IIB) 49 (IIC)	Yes	-
Committee 49 (IIC)	49 (IIC)	168	-
(D) Role of Audit Committee	49 II (D)	Yes	
(E) Review of Information by		Yes	-
Audit Committee	49(IIE)	ies	-
	49 III	Yes	
III Subsidiary Companies		res	-
IV. Disclosures	49 IV 49 IVA	Yes	-
(A) Basic of related party transactions	49 I V A	res	-
	49 IV B	NA	
(B)Disclosure of Accounting Treatment	49 I V B	NA	-
	40 IV.C	Vac	
(C) Board Disclosures	49 IVC	Yes	No control to the state of
(D) Proceeds from public	49 IV D	NA	No public issue has been
issues, right issues, preferential			made by the Company in
issues etc.			the recent past. Will be
			complied with when the
(E) Remuneration of Directors	49 IV E	Yes	situation arises
(E) Remuneration of Directors	49 IV E	res	Complied in the Annual
(F) Managamant	40 IV E	Vac	Report of 2007–08.
(F) Management	49 IV F	Yes	Complied in the Annual
(G) Shareholders	49 IV G	Yes	Report of 2007–08.
V. CEO/CFO Certification	49 IV G	Yes	-
		168	The Commons has
VI. Report on Corporate Governance	49 VI	Yes	The Company has prepared Report on
Governance		105	prepared Report on Corporate Governance in
			the Annual Report of
			2007–08.
VII. Compliance	49 VII		2007-00.
v II. Comphance	1 2 VII	Yes	_
		108	

For Responsive Industries Limited

Santosh Shinde **Compliance Officer**